

**In the Specification**

Please amend paragraph 34 starting on page 11, line 18 of the specification as follows:

A second layer 4211, positioned above the first layer and formed from a substrate such as silicon, glass, quartz or metal, and the like, preferably comprises a series of (m) 45-degree sloped stepped surfaces 4412 upon which passive mirrors 14 are mounted. Alternatively, the passive mirrors 14 may be formed by polishing the sloped surfaces. The stepped surfaces 12 extend longitudinally along axes that are parallel to the x-axis or input axes of the switch 10. The mirrors 14 are optically aligned ~~orthogonally~~ orthogonally with each row of E-O or EMO rotator elements 42 of the matrix of E-O or EMO rotator elements 42 in the first layer to maintain collimation along the optical path.

Please amend paragraph 43 starting on page 17, line 4 as follows:

In other embodiments of the present invention shown in figures 6 and 7, the optical switches 120 and 130 preferable do not include a second or elevated layer that comprises passive mirrors or other optically reflective devices. Vertically directed beams are preferably collected locally and coupled into output fibers directly above the beam splitter bars. As shown in figure 76, the switch 120 preferably includes a focus lens 125 positioned directly above a polarization beam splitter bar 115 to direct vertically steered beams from the beam splitter bar 115 into an output fiber 122. Alternatively, as shown in figure 87, a micro-lens array 126 is positioned at an elevated level with individual micro-lenses 125 aligned with the polarization beam splitter bars. Vertically steered beams are preferably directed into output fibers 122 by the micro-lenses 125.

The beams collected into individual output fibers 122 may be combined in fiber combiners 123.